

# *Business & Management*

## *20 minute lunch*



## **Directors' duties and obligations**

### **10 May 2017**

The webinar will begin shortly...

*Business & Management*  
*20 minute lunch*



**[corporatepartnerships@moneycorp.com](mailto:corporatepartnerships@moneycorp.com)**

# *Directors' duties and obligations*



Neil Butler

Business Liaison Manager

Companies House



Companies House

# Directors responsibilities



# Directors general duties Companies Act 2006 S171 - 177

- Duty to act within powers
- Duty to promote success of the company
- Duty to exercise independent judgement
- Duty to exercise reasonable care skill and diligence
- Duty to avoid conflicts of interest
- Duty not to accept benefits from third parties
- Duty to declare interest in proposed transaction or arrangement



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SCHEDULE 1

Regulation 2

MODEL ARTICLES FOR PRIVATE COMPANIES LIMITED  
BY SHARES

INDEX TO THE ARTICLES

PART 1

INTERPRETATION AND LIMITATION OF LIABILITY

1. Defined terms
2. Liability of members

PART 2

DIRECTORS

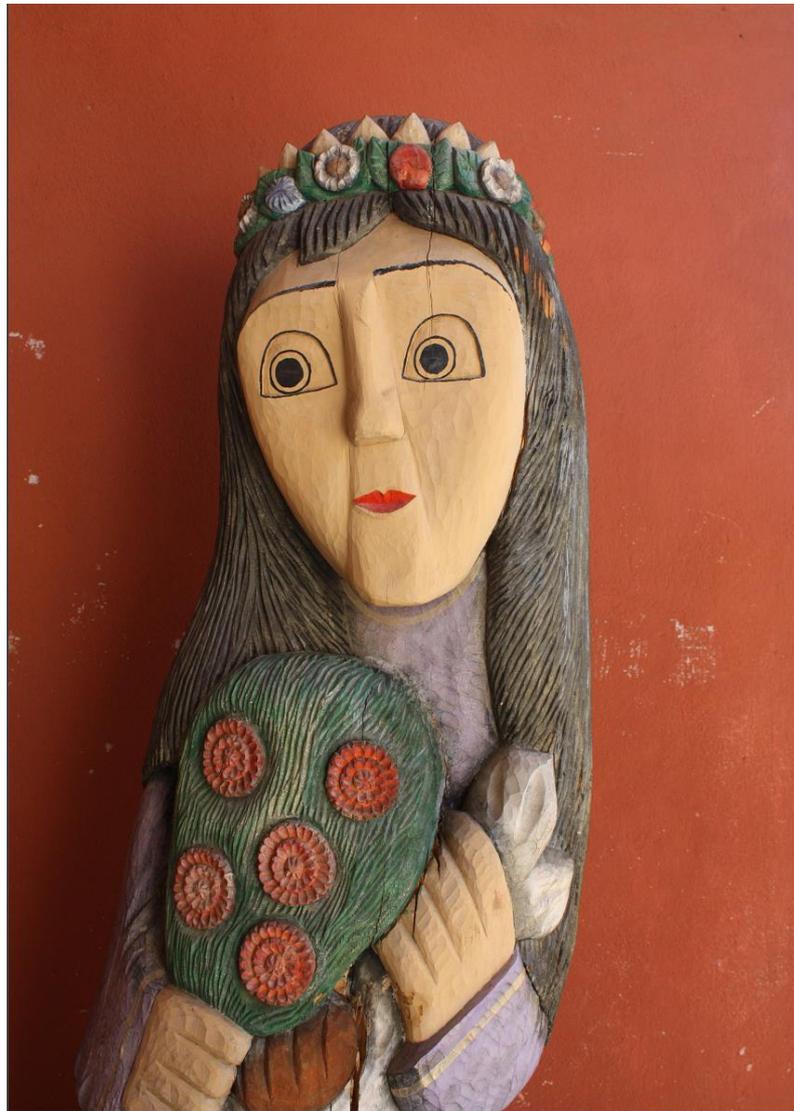
DIRECTORS' POWERS AND RESPONSIBILITIES

3. Directors' general authority
4. Shareholders' reserve power
5. Directors may delegate
6. Committees

DECISION-MAKING BY DIRECTORS

7. Directors to take decisions collectively
  8. Unanimous decisions
  9. Calling a directors' meeting
  10. Participation in directors' meetings
  11. Quorum for directors' meetings
- 





Consent to act



# Consent to act

- Statement of truth
- Directors only
- Recommend companies obtain evidence of consent to appointment
- Write to directors each time they're appointed
- Leaflet outlining the responsibilities of directors





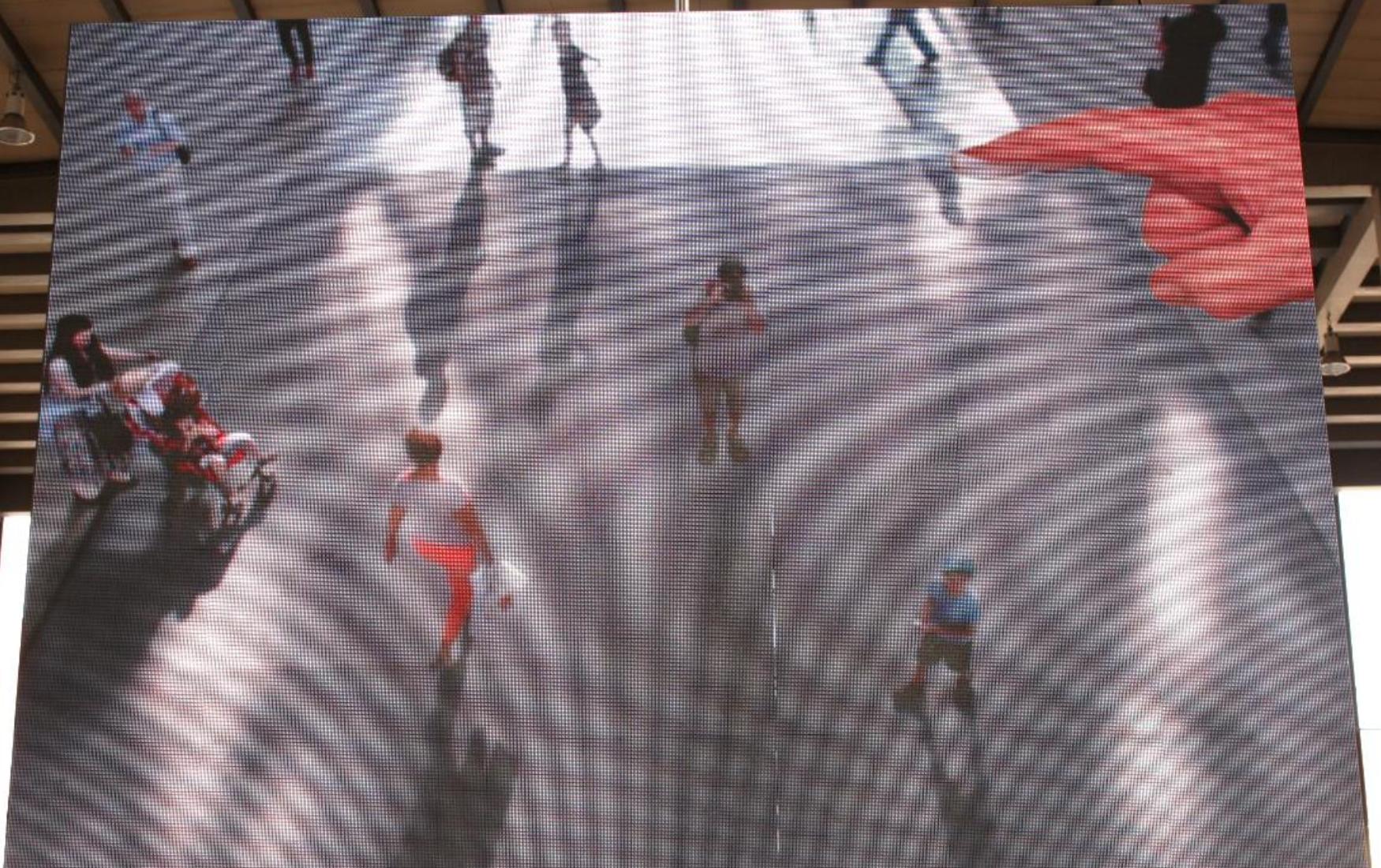
## Directors disputes



# Director disputes

- A simpler way to remove falsely appointed directors details from the register
- For appointments on or after 6<sup>th</sup> April 2016 on IN01/AP01-02
- Receive a complaint via a form RP06 (6<sup>th</sup> April)
- Provide evidence to prove consent
- Evidence provided will be shown to all sides
- No evidence - Appointment will be removed





People with significant control

# People with significant control (PSC)

- Trust and Transparency around who owns and controls the company
- Companies to identify who are their People with significant control
- Create own register



Registered

Office



## Email reminders help companies file on time

From: [Companies House](#)  
Published: 7 October 2014  
Last updated: 3 August 2016, [see all updates](#)

Companies who have switched to email reminders from paper are more likely to file their accounts and confirmation statement (annual return) on time.



Our reminder service tells companies when their accounts and confirmation statement are due for filing. Analysis shows email reminders are more successful than paper reminders.

Companies who have switched to email reminders are more likely to file on time and, as a result, are less likely to get a penalty for filing their accounts late.

Our email reminder service is free and has many advantages over the paper system. You can:

- choose up to 4 people to receive a reminder (including an agent)
- file your document immediately from a link within the reminder
- receive reminders more conveniently
- use less paper, contributing to saving the environment

We recommend all companies register for the email reminder service. We intend to withdraw paper reminders in the future as part of our aim to become a fully-digital organisation.

### How to register

[View all news stories](#)





Registered office disputes

# Registered office disputes

- Receives 3<sup>rd</sup> party complaint RP07 (6<sup>th</sup> April) and supporting evidence
- Request to company to change registered office address or submit evidence of authorisation within 28days.
- Evidence provided will be shown to both sides
- No evidence - registered office address will be changed to a Companies House in jurisdiction
- Registrar will receive & store company mail
- Company will have to apply to collect mail



Companies House





**Trading disclosures**

# Signs and stationery

- **At the registered office – dormant exempt**
  - Company name
- **Where carrying on business – unless for living**
  - Place of registration
  - Registered number
- **Continuously but 6+ companies 15 seconds every 3 minutes**
  - Registered office address
- **Failure to comply – offence and possible fine**
  - Directors - all or none



# Accounts

## Cash Flow Statement FOR THE YEAR ENDING 31 MARCH 2004

Net cash inflow from operations  
**Returns on investment**  
 Interest received  
 Interest paid  
 Dividend paid  
**Net cash outflow from investment and servicing of financial liabilities**  
**Capital expenditure and financing**  
 Payments to acquire tangible fixed assets  
**Net cash outflow from investment and financing**  
**Net cash outflow before financing**  
 Long term loan repayments  
**Decrease in bank balances and cash in hand**  
**Opening bank balance**  
**Closing bank balance**

## Operating Account FOR THE YEAR ENDING 31 MARCH 2004

**Income**  
 Fees and charges  
 Other operating income

**Expenditure**  
 Staff costs  
 Depreciation and amortisation  
 Other operating charges

**Operating surplus**  
 Interest receivable

**Operating surplus**  
 Interest payable & financial charges

**Surplus for the year**  
 Dividend

**Retained surplus for the year**

## Balance Sheet AS AT 31 MARCH 2004

	Note	£'000	As at 31 March 2004 £'000	As at 31 March 2003 £'000
<b>Fixed assets</b>				
Intangible assets	11	4,092		3,846
Tangible fixed assets	12a	13,224		15,479
			17,316	19,325
<b>Current assets</b>				
Debtors		(6,945)		(5,394)
Bank balances and cash in hand	13		10,731	13,931
			46,536	41,563
<b>Creditors</b>				
Falling due within one year	14		(116)	(188)
<b>Net Current Assets</b>			46,420	41,375
<b>Total assets less current liabilities</b>				
<b>Provisions for liabilities and charges</b>				
Financed by:				
Capital and reserves (Government Funds)	15	15,889		15,889
	17	769		1,154
	10	6,826		3,487
	15	22,936		20,845
			46,420	41,375

All operations are

Companies House cannot give technical advice on your accounts. We can only give general guidance, not technical advice on specific accounting or legal issues. Your accounts are subject to legal requirements, and we are not qualified to give specialist advice. You may wish to consider consulting an accountant if you need this sort of advice.





## Confirmation statement



Companies House

# confirmation statement

- Check and Confirm date 1<sup>st</sup> based on date of incorporation
- Delivered within 14 days of the date
- Ensure company records are up to date first
- Only amendments able to do on the form are
  - SIC Codes (standard industrial classification)
  - Capital
  - Shareholders
  - PSC (non-elected)



# Anti money laundering



News story

## Time to tell us when your company officer details change

From: Companies House  
First published: 4 June 2015

If you're late telling Companies House about changes to your officer's details, it could come at a cost.



Time to tell us about a change

Searches of company officers account for 47% of all public searches of our database, but only 53% of companies let us know within the legal timescale when their officer details have changed.

Filing your documentation late can affect your credit standing as this is one of the indicators to your company's reliability. If your bottom line is being affected it makes sense to keep your documentation up to date.

You must [tell Companies House about changes to your officers](#) within 14 days of the change.

Make sure that you let Companies House know when your company officers change as soon as possible. The reliability of the UK register is part of the reason why it's held in such high regard - making the UK one of the most trusted places in the world to do business. People want to know that the companies they're dealing with are in good standing and keeping company information up to date is key to that.

The speed of online filing and ease of access means you can immediately update your company information as soon as decisions are made, so there's every reason to take advantage of this. There's a role for every company to have a positive impact on the economy by filing on time.

Share this page

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# Record keeping





**S.A.I.L.**

**Single alternative inspection location**



# fraudsters come in all shapes and sizes



Companies House

[www.companieshouse.gov.uk/proof](http://www.companieshouse.gov.uk/proof)

# 3.

## Known fraud and scams

Information and advice on fraudulent activity and scams which Companies House is aware of, including:

- [late filing penalty payment](#)
- [bogus Companies House emails](#)
- [bogus requests to verify your Companies House password](#)
- [company register payment](#)
- [suspicious job vacancies](#)
- [pension liberation fraud](#)
- [telephone scam](#)

### Late filing penalty payment

Companies have been contacted asking for payment of a late filing penalty over the telephone. The caller says they will accept a payment of £5 by credit or debit to place a hold on any further action being taken.

Companies House will not contact you for immediate payment of a late filing penalty or request payment of a nominal fee to place a hold on any recovery action.

Payment plans are set up with the agreement of the manager dealing with your late filing penalty query. We will not cold call you to take a payment.

### Bogus Companies House emails

We are aware that a number of suspicious emails are being sent claiming to be from Companies House. These emails have not been generated by Companies House.

This bogus email claims to be a response to an online filing submission.

Case: C3219102

Please scan attached document and fax it to +44 (0)303 1234 246

All web filed documents (with the exception of downloaded accounts templates) are available to view / download for 10 days after their original submission. Once accepted, these changes will be displayed on the public record.

Not yet filing your accounts online? See how easy it is...

For enquiries, please telephone the Service Desk on +44 (0)303 1234 478 or email



Organisations: [Companies House](#)

## Companies House: the only register of limited companies in the UK

Jac Bond, 22 March 2017 — [Communications](#)

Have you ever received a letter asking for money to stay on a register and not sure if the letter is from us? We provide advice on what to do.

Occasionally there's a raft of letters and emails sent to people registered at Companies House claiming they need to pay a fee to remain on a register. The people sending the communications may have a register, but it isn't the official registry for limited companies in the UK.

### What does the letter or email contain?

The letter or email will more than likely ask you to pay a fee to remain on a

### About Companies House

A blog about the work we do at Companies House. Contributors are Companies House staff and invited guest bloggers with an interest in the company information we hold and make available.

[Find out more.](#)

### Categories

### Recent Posts

- [Companies House: the only register of limited companies in the UK](#) March 22, 2017
- [Startups UK: Hang Fire Southern](#)



## Protect your company from corporate identity theft

From: [Companies House](#)  
Published: 21 November 2014  
Last updated: 6 April 2017, [see all updates](#)

How the protected online filing (PROOF) scheme can help you prevent fraudulent changes to your company.

### Contents

- [Join PROOF](#)
- [Forms covered by PROOF](#)
- [PROOF terms and conditions](#)

This free service lets you protect your company from unauthorised changes to your records. It prevents the filing of certain paper forms, including:

- changes to your registered office address
- changes to your officers (appointments, resignations or personal details)
- your annual return

It's important that your company's records are correct because they're sometimes used to check its legitimacy if you apply for a loan.

Fraudsters are known to hijack a company by changing the details of the company's directors and registered office. This leaves the company vulnerable to further fraud.

Companies House deals with around 50 to 100 cases of corporate identity theft every month. If you suspect fraudulent activity against a company you should [report this to Companies House](#).

### Join PROOF

[Join PROOF using the Companies House online filing service](#). You'll



**Follow**





Follow is part of our free [Companies House Service](#).

### Instant updates

Follow lets you receive email alerts of company transactions. The alert tells you instantly what's been filed with us as soon as it's been accepted.

The email will contain a link to the filing history of the company where you'll be able to download a copy of the document for free.

You'll also receive an email alert when we remove a transaction.

Register for the [Companies House Service](#) to begin following company transactions.

### Who to follow

You can follow any company registered at Companies House. For added security, you could choose to follow your own company.

### How to follow

To begin following companies:

- sign in once you've registered an email address and password
- search for a company to follow
- select the company
- click on 'Follow this company'

To see all the companies you've chosen to follow click 'Companies you follow'. To stop receiving email alerts for a company choose to 'Unfollow'.



# Follow Companies House

- [Companies House on Twitter](#)
- [Companies House on YouTube](#)
- [Companies House on Facebook](#)
- [Companies House on LinkedIn](#)



# Thank you



Companies House

# *Business & Management Webinar and event programme*

## Free webinars

*Update on Business VAT*

17 May **10am**

**[icaew.com/bammaywebinar](http://icaew.com/bammaywebinar)**

*Hidden value – customer engagement*

6 June **10am**

**[icaew.com/bamjun2webinar](http://icaew.com/bamjun2webinar)**

*Cyber security – reducing the risk of security breaches*

13 June **10am**

**[icaew.com/bamjunwebinar](http://icaew.com/bamjunwebinar)**

*Stats for business – should you be drunk when analysing trends?*

28 June **12:30pm**

**[icaew.com/lunchjun](http://icaew.com/lunchjun)**

*Government accounting – cooking the books?*

13 July **12.30pm**

**[icaew.com/lunchjul](http://icaew.com/lunchjul)**

## Free events

*Economic snapshot and Brexit effect*

22 May

**[icaew.com/bammayevent](http://icaew.com/bammayevent)**

*Courageous leadership*

21 September

**[icaew.com/bamsepevent](http://icaew.com/bamsepevent)**

*Technological advances – twilight of the finance function?*

21 November

**[icaew.com/bamnovevent](http://icaew.com/bamnovevent)**

**View our 2017 webinar and event programme - [icaew.com/bamevents](http://icaew.com/bamevents)**

# *Business & Management Webinar and event programme*

## ***THANK YOU FOR ATTENDING***

Contact the Business & Management Faculty

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